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162431

# Commonwealth of Kentucky

## Department of State



### Office of Secretary of State

ELMER BEGLEY, SECRETARY

#### ARTICLES OF AMENDMENT

I, **ELMER BEGLEY**, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

ASHLAND OIL & REFINING COMPANY, Ashland, Kentucky, changing name to:

ASHLAND OIL, INC.

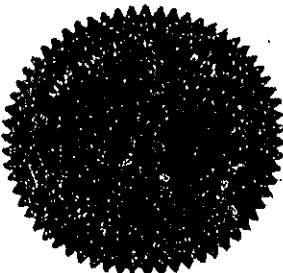
have been amended pursuant to Articles of Amendment, duly signed and acknowledged according to law, this day filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.

Witness my official signature this 29th day

of January, 19 70

  
Secretary of State

Assistant Secretary of State



SECRETARY OF STATE

Multi-page document. Select page: 1 2 3

Multi-page document. Select page: 123

**ARTICLES OF AMENDMENT OF THE RESTATED  
ARTICLES OF INCORPORATION OF  
ASHLAND OIL & REFINING COMPANY  
AMENDMENT NO. 2**

KNOW ALL MEN BY THESE PRESENTS, that Orin E. Atkins, as President, and John P. Ward, as an Assistant Secretary of ASHLAND OIL & REFINING COMPANY, a Kentucky corporation, do hereby certify that, at a meeting on January 19, 1970, of the holders of its issued and outstanding stock which meeting was duly called upon notice of the specific purpose, the holders of more than a majority of the voting power of all shareholders entitled to vote adopted the following resolution and amendment of the Restated Articles of Incorporation of said Company:

RESOLVED, that ARTICLES FIRST and SECOND of the Restated Articles of Incorporation of the Corporation, be, and the same hereby are, amended so that ARTICLES FIRST and SECOND shall read as follows:

**FIRST:** The name of the Corporation is

ASHLAND OIL, INC.

**SECOND:** The location and post-office address of the Corporation's registered office in the State of Kentucky is

Ashland Oil, Inc.  
1409 Winchester Avenue,  
Ashland, Kentucky 41101.

The name and address of the resident agent of the Corporation is

Arloe W. Mayne,  
Ashland Oil, Inc.  
1409 Winchester Avenue,  
Ashland, Kentucky 41101.

ORIGINAL COPY  
FILED AND RECORDED

JAN 29 1970

SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY  
BY *Arloe W. Mayne*  
ASSISTANT SECRETARY OF STATE

IN TESTIMONY WHEREOF, witness our signatures on this 19th day of January, 1970.

*Orin E. Atkins*  
ORIN E. ATKINS, President

*John P. Ward*  
JOHN P. WARD, Assistant Secretary

STATE OF KENTUCKY, } ss:  
COUNTY OF BOYD,

I, Warren N. Pope, a Notary Public, in and for said State at Large, do hereby certify that the foregoing Articles of Amendment of the Restated Articles of Incorporation of Ashland Oil & Refining Company, a Kentucky corporation, was this day produced before me in said County and acknowledged and delivered by Orin E. Atkins and John P. Ward, the President and an Assistant Secretary, respectively, of Ashland Oil & Refining Company to be their act and deed and the act and deed of said corporation.

WITNESS my signature and seal of office this 19th day of January, 1970.

My commission expires September 20, 1971.

(NOTARIAL SEAL)

*Warren N. Pope*  
Notary Public  
State at Large

PREPARED BY JOHN P. WARD  
1409 WINCHESTER AVE., ASHLAND, KY.

*John P. Ward*

Multi-page document. Select page: 123

Multi-page document. Select page: 1 2 3



**ASHLAND OIL & REFINING COMPANY\***

Ashland, Kentucky 41101

LAW DEPARTMENT

\*Now ASHLAND OIL, INC.

September 9, 1970

The Honorable Elmer Begley  
Secretary of State  
Commonwealth of Kentucky  
Frankfort, Kentucky

Dear Mr. Begley:

Attached for filing you will find three copies of an Amendment to Certificate and Statement in Respect of Resolution Establishing and Designating Cumulative Preferred Stock, \$2.40 Convertible Series of 1966 which operates to de-designate or reduce the number of shares that constitute the \$2.40 Convertible Series of 1966 to 705,000.

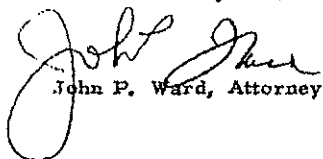
Attached also for filing after the filing of the above Amendment is a Certificate and Statement in Respect of Resolution Establishing and Designating Cumulative Preferred Stock, \$2.40 (\$2.20 Through September 15, 1975) Convertible Series of 1970. This operates to create a new class of Preferred Series of 1970.

In view of the importance of having the filings of these documents separated it is requested that the Amendment of the old class referred to above be filed in your records one day and that the Certificate creating the new class be filed the next succeeding day.

If for any reason this creates a problem or if you have any questions with respect to the foregoing, please do not hesitate to call me collect.

Very truly yours,

ASHLAND OIL, INC.

A handwritten signature in dark ink, appearing to read "John P. Ward", written over the typed name.

John P. Ward, Attorney

JFW/lkc  
Enclosures

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